



209
B10

SEALED BID LEASE AUCTION

OF

MOTHER EARTH INDUSTRIES, INC.

GEOHERMAL LEASE HOLDINGS

Located at

COVE FORT - SULPHURDALE, UTAH

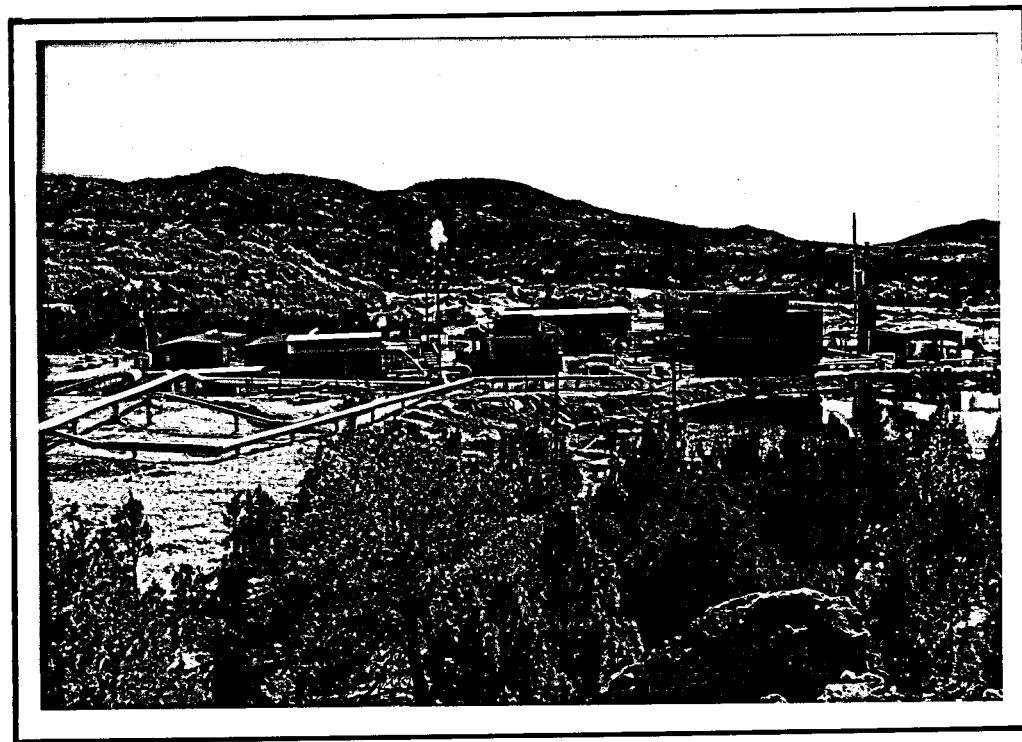
Donated By:
Herbert Rogers Jr.
Rogers Engineering Co.

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MOTHER EARTH INDUSTRIES, INC.



7707 E. Acoma Dr., Suite 113
Scottsdale, Arizona 85260
Tel: (602) 998-3991
Fax: (602) 951-9570

WAYNE A. PORTANOVA
President

October 15, 1990

Herbert Rogers
Rogers Engineering Co., Inc.
565 Everett Avenue
Palo Alto, CA 94301

MEI is pleased to announce the sale of seven of its geothermal leases at Cove Fort-Sulphurdale, Utah, including:

- 8,854 Acres of Leases
- 21 Production Wells:
 - Eleven Dry Steam Wells
 - Nine 325° - 360° F. Hot Water Wells
 - One Injection Well
- Steam Supply Contract to UMPA/Provo 10 Megawatt Power Plant

The Leases will be sold by sealed bid auction due December 19, 1990, in accordance with the terms and conditions outlined in the enclosed Lease Auction Sale Brochure.

We look forward to hearing from you.

Sincerely,

Wayne A. Portanova
President

WAP/cw
Enclosure

MOTHER EARTH INDUSTRIES, INC.

SALE SUMMARY

- MEI is offering for sale by sealed bid auction its ownership interests in four federal geothermal leases and three fee land geothermal leases totalling 8854.60 acres located at Cove Fort-Sulphurdale, Utah.
- Dry Steam production field containing eleven (11) dry steam production wells.
- Ten Megawatt Steam Supply Contract to Utah Municipal Power Authority and City of Provo ("UMPA/Provo"). Ten megawatt power plant now in operation.
- Minimum annual contract steam purchase of \$400,000 per year from UMPA/Provo.
- Total of 21 production wells includes:
 - Eleven (11) dry steam wells
 - Nine (9) 325-360 degree F. hot water wells
 - One (1) injection wells
- Dry steam reserve estimated at 40 to 80 megawatts electric potential.
- Hot water reservoir confirmed 325-360°F. over 10 square miles.
- MEI drilling cost experience as follows:
 - "Slim hole" 7" confirmation wells cost \$35,000-\$50,000 each.
 - Dry steam 13 3/8" production wells cost \$130,000 - \$150,000 each.
 - Steam entry occurs between 615 to 1250 feet depth.
- Over \$10 million invested in field development to date.
- Leases will be sold in whole or part to the highest bidder. MEI reserves the right to reject all bids, in its sole discretion.

TERMS OF BID

1. Data Review: Qualified bidding parties shall be permitted to review MEI's Proprietary Data Collection during normal business hours by prior arrangement with MEI personnel. A fee of **\$500** shall be payable in advance for review of the data. MEI reserves the right, in its sole discretion, to deny access of any party to review MEI's Proprietary Data Collection.
2. Prior to admittance to review MEI's Proprietary Data Collection, a party shall execute a Confidentiality and Non-Compete Agreement in the form included. Upon acceptance by MEI of this Agreement, and payment of fees required, a party shall be considered a Qualified Bidding Party.
3. Data Room: MEI's Proprietary Data Collection shall be available for review by qualified bidding parties during normal business hours, by appointment only. The location of the data room is at:

Offices of Mother Earth Industries, Inc.
7707 East Acoma Drive, Suite 113
Scottsdale, Arizona 85260
5. All bids shall be received by MEI at MEI's offices in writing or by facsimile, at the following location:

Mother Earth Industries, Inc.
7707 East Acoma Drive, Suite 113
Scottsdale, Arizona 85260
Telephone: (602) 998-3991
Facsimile: (602) 951-9570
6. MEI reserves the right, in its sole discretion and without giving reasons therefor, to reject any and all offers regardless of the proposed purchase price.
7. **All Bids are Due: 5:00 P.M. Mountain Standard Time
Wednesday, DECEMBER 19, 1990.**
8. The bid shall be accompanied by a bid guaranty bond provided by a guaranty company authorized to carry on business in the State of Utah for payment to MEI in the sum of at least ten (10) percent of the total amount of the bid price, or, alternatively, by a certified or cashier's check, payable to Mother Earth Industries, Inc. in the sum of at least ten (10) percent of the total amount of the bid price. The bid guarantee bond shall be provided on the form provided by MEI or a substantially equivalent form generally used by the Bond industry. The amount payable to MEI under the bid guaranty bond, or the certified or cashier's check and the amount thereof, as the case may be, shall be forfeited to MEI as liquidated damages in case of a failure or neglect of the bidder to MEI to enter into, execute, and deliver to MEI the agreement within thirty (30) calendar days after being notified in writing by MEI that the submitted bid has been accepted by MEI.

10. All bids shall detail the structure, terms and plan of financing. Offers with purchase prices or terms subject to swaps, carve-outs, put-backs of assets, or seller financing or similar provisions will not be considered.
11. Only proposals from a principal or principals will be considered.
12. Each offer must reflect that it has been duly authorized by the requisite authorities of the party submitting it and that such offer will be irrevocable until 5:00 p.m. Mountain Standard Time on December 31, 1990, unless extended by the offeror. If MEI elects to accept an offer, it intends to use its best efforts to determine such acceptable offer by December 31, 1990. The purchaser and MEI will proceed promptly thereafter to finalize and execute a Definitive Agreement.
13. MEI will not publicly disclose the identity or terms of any offers received, nor will such be communicated to any other potential purchaser.
14. Each Qualified Bidder will bear all the costs and expenses of its own investigation and evaluation of MEI, including the fees and disbursements of its own counsel and advisors.
15. MEI reserves the right to amend or modify these rules at any time by notifying Qualified Bidders.

MOTHER EARTH INDUSTRIES, INC.

BACKGROUND INFORMATION

The area in Beaver and Millard Counties, near the old Cove Fort and the Sulphurdale mine, has been the focus of extensive geothermal exploration since the middle 1970's. The land east of Interstate 15 is virtually all federal land managed by the Bureau of Land Management and the Forest Service.

From 1977-1979, Union Oil Company of California drilled four deep exploratory wells on some 11,000 acres that Union had leased. After completing and testing the wells, Union Oil Co. was able to confirm an unpressurized hot water resource of 330-350 degrees F. Union decided that the property was not of adequate potential to be retained for future development, and transferred the leases to Forminco, Inc., the adjacent mining company at Sulphurdale.

In August, 1980, Mother Earth Industries, Inc. acquired the lease rights from Forminco. MEI conducted a series of well-tests on Union's well 42-7, including the opening up of a suspected production zone sealed off by Union between 2100-2800 feet. This production zone proved to be substantially hotter in temperature than recorded by Union, and displayed excellent production capabilities.

In October of 1983, MEI drilled its first production well and encountered a highly pressurized dry-steam reservoir at less than 1200 feet depth. A major uncontrolled well blow-out occurred. The well blew continuously until abandoned twenty-four days later by Cudd Pressure Control, a team of oil field blow-out specialists. In January and May, 1984, MEI completed two dry steam production wells and conducted a total of 60 days of well tests, under the direction of ThermaSource, Inc. a Geyser's based drilling and reservoir engineering firm.

Installation of the Phase I power plant, consisting of 4 Ormat binary generators, commenced in February, 1985. Commercial operation began September 15, 1985. MEI custom designed a back pressure steam "topping turbine" ("TTI") to extract energy upstream of the binary equipment. The system started commercial operation in May, 1988, and has operated in a baseload generation mode on a continuous basis since then. This facility is the only Combined Cycle power plant known to be operating in the world.

Provo and UMPA raised \$24 million in December, 1988 to purchase the Combined Cycle power plant and expand the plant to a 10 megawatt net output facility. The new power plant is currently in operation. MEI has drilled 3 - 13 3/8" production wells and 3 - 7" production wells to supply steam to UMPA's new power plant.

MOTHER EARTH INDUSTRIES, INC. SUMMARY OF LEASEHOLD FOR SALE

MEI is offering for sale 7 geothermal leases, totaling 8854.60 acres. The main dry steam production lease, U-29557 is owned 50% with Provo City, with the limitation that MEI owns all the production over and above the 10 megawatts of the Station Unit One facility currently in start-up operation. (Please see Exhibit 2, MEI Leasehold Map.) Royalties on the leases are 15% of the value of the produced geothermal fluids, and are paid by Provo/UMPA on Station Unit One. The following leases are currently for sale:

Type	Lease #	Acres	Expiration
Federal	U-29557 (*)	2594.37 acres	4/11/2026
Fee	Sulphurdale	80.00 acres	12/18/2032
Fee	Washington 57-A	11.70 acres	12/18/2032
Fee	Newark #58	17.40 acres	12/18/2032
Federal	U-29553	1268.79 acres	5/31/1995
Federal	U-29554	2366.28 acres	5/31/1995
Federal	U-29555	<u>2516.06</u> acres	5/31/1995

TOTAL: 8854.60 Acres

(*) 50% Lease Interest owned by Provo City, limited to 10 Megawatts of Production.

WELLS & EQUIPMENT

Dry Steam Resource: MEI has completed eleven dry steam wells. Five are 13 3/8" production wells, capable of producing 60,000 to 70,000 pounds per hour of steam each. Six are 7" "Slim Hole" completions, capable of producing 15,000 pounds per hour steam each. Each production well produces approximately 2.5 megawatts of electric output. Each slim hole produces approximately 1/2 - 3/4 megawatt electric output. The wells are drilled from 600 to 1,300 feet deep. The production wells are completed with 13 3/8" production casing and 12" well head valves. Surface facilities include production wellheads, rock traps, and over 2000' of insulated steam gathering system to the power plant. The wells have produced in excess of six billion pounds of steam to the power plant since commencement of commercial operation.

Liquid Dominated Resource: The Leaseholds contain 9 geothermal hot water wells ranging in temperatures from 325 degrees F. (Well 31-33) to 360 degrees F. (Well 42-7), and cover an area in excess of 10 square miles. Depth to resource is between 1750-2000 feet.

INJECTION FACILITIES

Well 42-7, drilled by Union in 1978 has been converted to use as an injection well to serve UMPA's power plant, located approximately 2,000 feet from the power plant and some 1,400 feet from the production wells. Calculations indicate the well could take injection rates on the order of 1,000,000 lbs/hr before fluid reaches the surface.

MOTHER EARTH INDUSTRIES, INC.

SUMMARY OF GEOLOGY

A large amount of geoscientific data has been collected on the Cove Fort-Sulphurdale area. Together, these data suggest Cove Fort-Sulphurdale is part of a moderately high-temperature, shallow thermal anomaly covering an area of 390 sq. km., the largest known anomaly in the western U.S. outside of Yellowstone Park. ("Basin and Range Geothermal Systems with Fluid Temperatures of 150 to 200 degrees C", by R.C. Edmiston and W.R. Benoit, Geothermal Resources Council Bulletin, April, 1985.)

The discovery of dry steam by MEI in 1983 makes this the second dry steam system in the United States, and the sixth dry steam production area in the world.

Union Oil Company of California drilled four deep exploratory wells between 1977 and 1979. MEI has drilled an additional eighteen wells, eleven successfully completed into a dry-steam production area, and five wells into a hot water resource. Two wells have been plugged and abandoned due to formation problems, and redrilled as successful steam wells. One "dry hole" has been drilled (Well 24-7), although it would undoubtedly be a successful hot water well if deepened beyond its 1400 foot depth.

The University of Utah Earth Science Laboratory describes how the reservoir rocks penetrated in Union's deep wells consist mainly of carbonate type rocks. Limestones and dolomites are capped locally by a thick succession of volcanic rocks. The sedimentary and volcanic rocks were thermally altered approximately 24 million years ago by a large body of quartz-monzonite, which is located beneath the southern portion of MEI's holdings. Although this intrusive is too old to supply heat to the present system, the chemical analyses of fluids from well 42-7 suggest that intrusive rocks may be an important host to the thermal fluids at depth.

Fluid flow through the relatively dense metamorphic igneous rock at depth is generally restricted to faults and fractures. The major faults within the area are steeply-dipping northerly and easterly trending structures. These structures are responsible for the formation of the dominant topographic features within the area and today are marked by the alignment of sulphur deposits, altered ground, and fumaroles. Faulting was accompanied by large scale landsliding along the northwestern edge of the range. These landslide blocks form a relatively impermeable cap to the geothermal system between Cove Fort and Sulphurdale. (Source: UURI Summary letter, January 7, 1983)

Higginson-Barnett, MEI's geology/hydrology consultants concur with most of UURI's conclusions. Jack Barnett feels the most important factor is the location of intersecting faults. The north-trending faults are believed to extend into the earth's crust a considerable distance. The east-west faults are believed to add to the secondary permeability, allowing for the accumulation of large quantities of geothermal fluids which travel from significant depths.

After reviewing the geology and well-testing on MEI's steam wells, Barnett's most preferred model of the geothermal reservoir is a steam cap located several hundred feet above a

boiling water table. (Source: Higginson-Barnett Geology Summary, April 23, 1986.)

In 1988, MEI conducted an extensive geoscientific exploration program under the direction of Gerald Hutter of Geothermal Management Company. A program including magnetic, resistivity, self-potential and mercury surveys was supplemented by temperature gradient wells and three (3) 7" slim hole confirmation wells into the steam resource. Four additional slim holes were drilled in 1989, three into successful steam bearing zones, and one into 325+ degree F. hot water.

Gerald Hutter concluded that MEI's dry steam system could encompass 60 to 80 megawatts of electric generation development and the hot water system could be capable of up to 160 to 240 megawatts of electric development. (Source: "Synthesis of Geothermal Data from Cove Fort, Utah", October, 1988.)

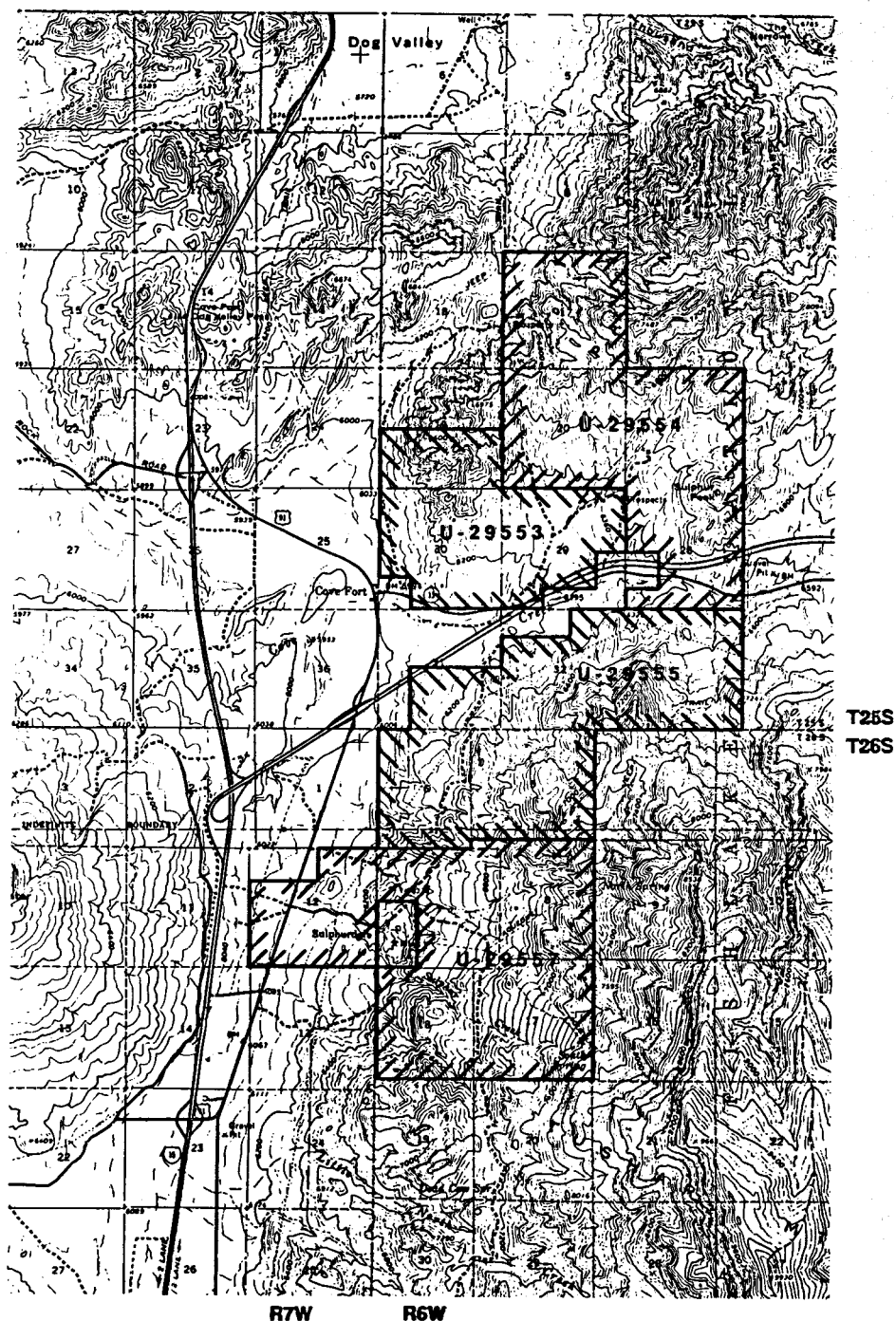
MOTHER EARTH INDUSTRIES, INC. SUMMARY OF CONTRACTS

To be sold as part of Lease U-29557 is MEI's steam supply contract to UMPA/Provo's 10 megawatt power plant, which includes UMPA/Provo's 3.6 megawatt Combined Cycle power plant and UMPA/Provo's 8.5 megawatt plant currently in start-up. Steam is sold at the rate of \$.005 per kilowatt hour produced, with a minimum annual purchase of \$400,000, effective March 31, 1990. In addition, UMPA/Provo will pay the 15% landholder royalties.

UMPA/Provo acquired a 50% undivided interest in Federal Geothermal Lease U-29557 (one of the main steam production leases for sale), in accordance with the Joint Resource Ownership Development Agreement between the parties entered into in December, 1988. UMPA/Provo's ownership interest grants them a 45 day right of first refusal on all steam sold or produced from any of MEI's leases, as well as a 45 day right of first refusal to become an equity owner in future power plant projects over the current 10 megawatt commitment. All development rights and resource ownership over 10 megawatts on Federal Lease U-29557 lease are owned by MEI. A copy of the contracts with Provo/UMPA are available to qualified bidding parties.

Wheeling of power, over Pacificorp/Utah Power and Light transmission lines is now available due to recent FERC "open transmission" requirements resulting from the utility merger.

Map of the Cove Fort Area, Utah showing the
Location of Mother Earth Industries' Leases



Numbers Identify Federal Geothermal Leases

LEASES FOR SALE

1. Leases 1.a., b., c., and d. will be sold as a unit only together with the Steam Supply Contract:

- a. **Federal Geothermal Resource Lease U-29557**
(50% owned by Provo City with 10 Megawatt Limitation per Contract)

Legal Description:

T26S, R6W, SLM, Beaver County, Utah

Sec. 7: Lots 1,2,E1/2,E1/2W1/2

Sec. 8: All

Sec. 17: Lots 1-3, N1/2NE1/4,E1/2NW1/4,S1/2,SW1/4NW1/4

Sec. 18: All

T26S, R7W, SLM, Beaver County, Utah

Sec. 12: Lots 1,2,3,5,7,8,9,10,SE1/4NW1/4,NE1/4

Acres Total: 2,594.37 acres

Status: Held by Production

Number of Wells: Steam 3

Hot Water 1

Incomplete 1

Overriding Royalties: 15%

- b. **Sulphurdale 80 Acre Fee:** (100% Ownership)

Legal Description: Lots 3 and 4, Sec. 7, T26S, R6W, SLB&M

Acres Total: 80 acres

Status: Held by Production

Number of Wells: Steam 8

Hot Water 0

Incomplete 0

Overriding Royalties: 15%

- c. **Washington 57-A Fee Lease:** (100% Ownership)

Legal Description:

Washington Lode Mining Claim, designated by Surveyor General Lot No. 57A.

(The above patent is recorded in the office of the Beaver County Recorder in Book Z-4, commencing on Pages 440 and 443, to which reference is hereby made.)

Acres Total: 11.70 acres

Status: Held by Production

Number of Wells: Steam 0

Hot Water 1

Incomplete 0

Overriding Royalties: 15%

d. **Newark Lode #58:** (100% Ownership)

Legal Description:

Newark Lode Mining Claim, designated by Surveyor General Lot No. 58.
(The above patent is recorded in the office of the Beaver County Recorder in Book Z-4, commencing on Pages 440 and 443, to which reference is hereby made.)

Acres Total: 17.40 acres
Status: Held by Production
Number of Wells: 0
Overriding Royalties: 15%

2. **Federal Geothermal Resource Lease U-29553:** (100% Ownership)

Legal Description:

T25S, R6W, SLM, Millard County, Utah

Sec. 19: Lots 3,4,5,7,8,9,10, NE1/4SW1/4,W1/2SE1/4
Sec. 29: Lots 1,2,3, SE1/4NE1/4,W1/2NE1/4,NW1/4,N1/2SW1/4,
NE1/4SE1/4
Sec. 30: Lots 1,2,3,5,6,7,W1/2NE1/4,SE1/4NE1/4,E1/2SW1/4,SE1/4

Total Acres: 1,268.79 acres
Status: Expiration: May 31, 1995
Number of Wells: Hot Water 1
Overriding Royalties: 15%
Annual Rental: \$3.00 per acre.

3. **Federal Geothermal Resource Lease U-29554:** (100% Ownership)

Legal Description:

T25S, R6W, SLM, Millard County, Utah

Sec. 17: Lots 1-6,E1/2,N1/2NW1/4,SE1/4SW1/4
Sec. 20: Lots 1-5,N1/2NE1/4,SW1/4NE1/4,NW1/4,E1/2SW1/4,W1/2SE1/4
Sec. 21: All (excluding mining claims)
Sec. 28: N1/2,E1/2SW1/4,SW1/4SW1/4,SE1/4

Total Acres: 2,366.28 acres
Status: Expiration: May 31, 1995
Number of Wells: Hot Water 1
Overriding Royalty: 15%
Annual Rental: \$3.00 per acre.

4. **Federal Geothermal Resource Lease U-29555: (100% Ownership)**

Legal Description:

T25S, R6W, SLM, Millard County, Utah

Sec. 31: E1/2SW1/4,SE1/4

Sec. 32: NE1/4,S1/2NW1/4,S1/2

Sec. 33: All

T26S, R6W, SLM, Beaver County, Utah

Sec. 5: All

Sec. 6: All

Acres Total: 2,516.06 acres

Status: Expiration: May 31, 1995

Number of Wells: Steam: 0

Hot Water: 2

Overriding Royalties: 15%

Annual Rental: \$3.00 per acre.

MEI WELL INVENTORY

P-PRODUCTION F-FLOWING/ON LINE
 I-INJECTION SI-SHUT IN
 E-EXPLORATION SLIM HOLE PA-PLUGGED/ABANDONED

	WELL #	TYPE	STATUS	DEPTH, GL	SPUD DATE	COMP. DATE	LEASE	COUNTY
1	34A-7(OLGA)	STEAM	P(F)	1300	4/28/84	5/8/84	U-29557	Beaver
2	34B-7(LINDA)	STEAM	P(F)	1300	12/16/83	5/1/84	U-29557	Beaver
3	P-88-1A (CLARA)	STEAM	P(F)	1160	2/17/89	3/13/89	U-29557	Beaver
4	P88-2(LORETTA)	STEAM	P(F)	934	1/8/89	1/24/89	FEE LEASE	Beaver
5	P89-1(MARY)	STEAM	P(F)	950	9/15/89	9/22/89	FEE LEASE	Beaver
6	34C-7(S87-1)	STEAM	E(SI)	930	6/26/87	7/15/88	U-29557	Beaver
7	34D-7(S87-4)	STEAM	E(SI)	1038	8/1/87	8/12/87	U-29557	Beaver
8	S88-1	STEAM	E(F)	955	9/13/88	10/1/88	FEE LEASE	Beaver
9	S88-2	STEAM	E(PA)	85	10/4/88	10/8/88	FEE LEASE	Beaver
10	S88-3	STEAM	E(SI)	840	10/12/88	10/26/88	FEE LEASE	Beaver
11	S89-1	STEAM	E(SI)	1031	5/8/89	5/26/89	FEE LEASE	Beaver
12	S89-4	STEAM	E(SI)	618	5/31/89	6/5/89	FEE LEASE	Beaver
13	S89-5	STEAM	E(SI)	1201	6/10/89	7/1/89	FEE LEASE	Beaver
14	42-7	WATER	I(F)	3000	By Union		U-29557	Beaver
15	31-33	WATER	P(SI)	2600	By Union		U-29555	Millard
16	47-6	WATER	P(SI)	1946	7/3/85	7/13/85	U-29555	Millard
17	S89-2	WATER	E(SI)	2328	7/10/89	7/22/89	FEE LEASE	Beaver
18	24-7	INCOMPLETE	E(SI)	1391	11/21/86	12/13/86	U-29557	Beaver
19	66-28	WATER	P(SI)	2/7/09	6/19/85	6/30/85	U-29554	Millard
20	34-30	WATER	P(SI)	2487	5/21/85	6/6/85	U-29553	Millard

CONFIDENTIALITY & NON-COMPETE AGREEMENT

This agreement, effective this _____ day of _____, 1990, between _____ (herein after "_____") and Mother Earth Industries, Inc, a Delaware Corporation having its principal place of business at 7707 EAST ACOMA DR., SUITE 113, SCOTTSDALE, AZ 85260 (hereinafter "MEI").

MEI is active in the exploration and development of geothermal energy resources, including steam and hot water. MEI owns confidential and proprietary information, technical data, know-how, trade secrets, geology, well-tests, reservoir analysis, drilling logs, etc. with respect to geothermal energy development in the counties of Beaver and Millard, Utah, in accordance with the map attached, and labeled Exhibit 1 (hereinafter "Proprietary Information").

Now therefore, the Parties agree as follows:

1. MEI will disclose Proprietary Information with the contents, scope, and extent of such disclosure to be solely within the discretion of MEI.
2. The Proprietary Information possessed by MEI is an important and valuable asset of MEI costing millions of dollars to develop.
3. Unless expressly authorized by MEI in writing, the undersigned agrees not to use, except for the sole purpose of their evaluation, and to hold in strict confidence for a period of seven (7) years from the date of this Agreement, any and all Proprietary Information disclosed by MEI, its directors, officers, agents, and representatives. The undersigned agrees not to disclose directly or indirectly any Proprietary Information to any third party for a period of seven (7) years, without the express written consent of MEI.
4. All information disclosed orally under this Agreement shall be considered Proprietary Information.
5. Independent contractors of the Undersigned who need to receive or review MEI's Proprietary Information for the purpose of evaluation hereunder shall be considered employees of the Undersigned and are under an enforceable obligation to MEI to hold such information in strict confidence.
6. The Undersigned hereby agrees not to make any investment nor undertake any geothermal energy development, whether directly or indirectly, in any type of geothermal energy project in Beaver or Millard Counties of Utah, in accordance with the enclosed map marked Appendix 1, for a period of seven (7) years from the date of this Agreement, without first obtaining the written consent of MEI.

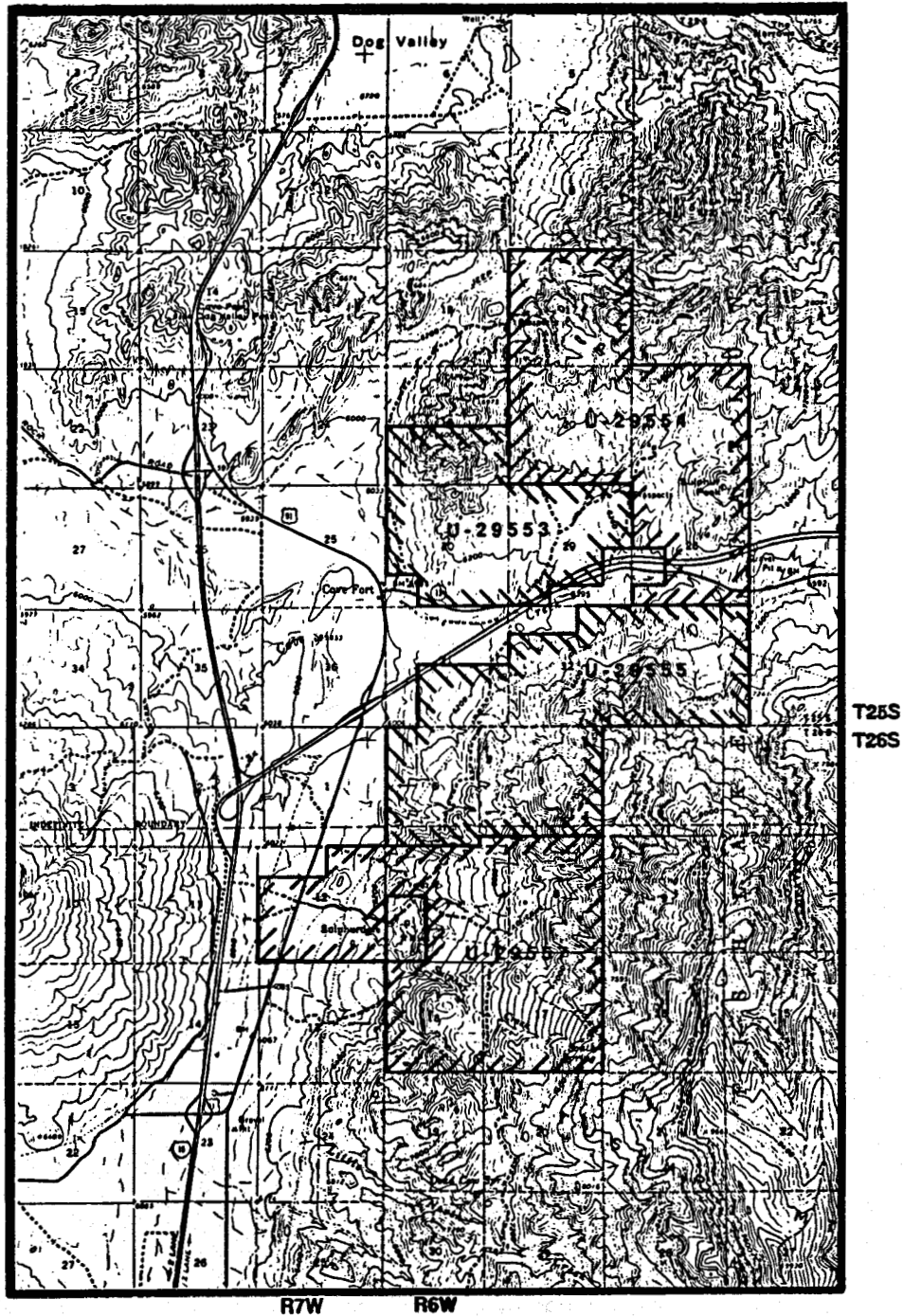
We, the Undersigned, accept fully the terms and conditions of this Agreement, and agree to indemnify MEI for any and all costs of whatever kind and nature, including attorneys fees and court costs should this Agreement be breached.

SIGNED: _____
TITLE: _____
COMPANY: _____
DATED: _____

SIGNED: _____
Wayne A. Portanova
President, MEI, INC.
DATED: _____

RESTRICTED/NON-COMPETE AREA

Map of the Cove Fort Area, Utah showing the
Location of Mother Earth Industries' Leases



Numbers Identify Federal Geothermal Leases

MOTHER EARTH INDUSTRIES PROJECT LOCATION

